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10 *Attorneys for Defendant Hewlett-Packard Company*

11
12 IN THE UNITED STATES DISTRICT COURT

13 FOR THE NORTHERN DISTRICT OF CALIFORNIA

14
15 IN RE HEWLETT-PACKARD COMPANY
16 SHAREHOLDER DERIVATIVE LITIGATION,

17
18 This Document Relates to: All Actions
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Master File No. 12-CV-6003 CRB

**DECLARATION OF MARC
WOLINSKY IN SUPPORT OF
HEWLETT-PACKARD COMPANY'S
REPLY MEMORANDUM IN
FURTHER SUPPORT OF
PRELIMINARY APPROVAL OF THE
SECOND AMENDED AND
RESTATED STIPULATION OF
SETTLEMENT**

Dept.: Courtroom 6, 17th Floor
Judge: Hon. Charles R. Breyer

1 I, Marc Wolinsky, state as follows:

2 1. I am an attorney admitted to practice in New York and partner of the firm Wachtell,
3 Lipton, Rosen & Katz. I am counsel for HP in this action and related matters, as a result of which I
4 am knowledgeable regarding the facts set forth below. I respectfully submit this declaration in fur-
5 ther support of HP's motion for a stay of this action.

6 2. Enclosed for the convenience of the Court are true and correct copies of the following
7 documents:

8 Ex. A Stipulation of Settlement, *In re Moody's Corp. S'holder Deriv.*
9 *Litig.*, No. 08-cv-09323 (S.D.N.Y. July 19, 2012) (Docket No. 24).

10 Ex. B Stipulation of Settlement, Exhibit D (Form of Notice), *In re*
11 *Moody's Corp. S'holder Deriv. Litig.*, No. 08-cv-09323 (S.D.N.Y.
12 July 19, 2012) (Docket No. 24-4).

13 Ex. C Preliminary Approval Order, *In re Moody's Corp. S'holder Deriv.*
14 *Litig.*, No. 08-cv-09323 (S.D.N.Y. July 20, 2012) (Docket No. 25).

15 Ex. D Alison Frankel, "HP shareholder wants scrutiny of Wachtell role in
16 controversial settlement," REUTERS, Oct. 17, 2014.

17 Ex. E Preliminary Approval Order, *City of Westland Police & Fire Ret.*
18 *Sys. v. Stumpf*, No. 11-cv-2369-SI (N.D. Cal. May 12, 2014) (Docket
19 No. 169).

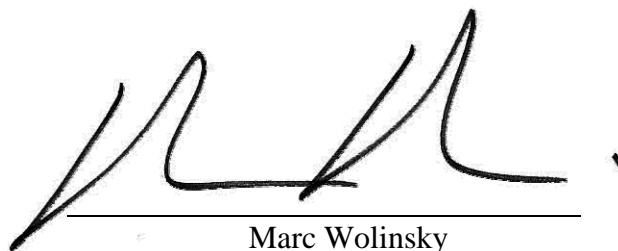
20 Ex. F Preliminary Approval Order, *In re Finisar Corp. Deriv. Litig.*, No.
21 06-cv-07660-RMW-HRL (N.D. Cal. Aug. 14, 2013) (Docket No.
22 215).

23 Ex. G Preliminary Approval Order, *In re OCZ Tech. Grp., Inc. S'holder*
24 *Deriv. Litig.*, No. 12-cv-05556-RS (N.D. Cal. Aug. 5, 2013) (Docket
25 No. 44).

26 Ex. H Preliminary Approval Order, *In re KLA-Tencor Corp. S'holder*
27 *Deriv. Litig.*, No. 06-cv-03445-JW (N.D. Cal. Mar. 25, 2010)
28 (Docket No. 652).

1 I declare under penalty of perjury under the laws of the United States that the foregoing is
2 true and correct and that this declaration was executed in New York, New York on October 29,
3 2014.

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Marc Wolinsky